

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
POUGHKEEPSIE DIVISION**

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In re:

Chapter 11

SPECTRAWATT, INC.,

Case No. 11-37366-CGM

Debtor.

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**AFFIDAVIT OF BRAD WALKER PURSUANT TO 11 U.S.C. § 327 AND FEDERAL
RULE OF BANKRUPTCY PROCEDURE 2016**

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, personally appeared Brad Walker, being duly sworn, deposes and says as follows:

1. My name is Brad Walker. I am submitting this affidavit in connection with the Debtor's Application to Approve Retention of Brad Walker as the Chief Restructuring Officer ("CRO") and Chief Executive Officer ("CEO") of the Debtor, filed in this case.

2. I have previously served in bankruptcy cases as a CRO and I have significant experience reorganizing companies in a variety of industries. I was engaged by the Debtor prepetition, effective January 17, 2011, 2011, to serve as CRO, and on March 23, 2011 to serve as CEO, and subject to this Court's approval, I will be employed by the Debtor post-petition as CRO and CEO, pursuant to the terms of the Engagement Agreement.

3. To the best of my knowledge, and except as set forth below, I do not have any relationship with the Debtor, its creditors, any other parties-in-interest, its respective attorneys and accountants, the United States Trustee, or any person employed by the Office of the United States Trustee.

4. During the course of my career, I have worked with a number of attorneys and law firms, some of whom may make an appearance in this case.

5. I have not been retained to assist any entity or person other than the Debtor on matters relating to this case. If the Court approves my proposed engagement, I will not accept any other engagement or perform any service for any entity or person that is related to this chapter 11 case.

6. To the best of my knowledge, information and belief, I do not have or represent any interest materially adverse to the interests of the Debtor; that the proposed employment has been and would be in the best interest of this estate; and that I am a disinterested person as defined under 11 U.S.C. § 101(14).

7. I have previously been involved in engagements involving Goldman Sachs and its affiliates, as follows: (a) in 2007 I was the Chief Restructuring Officer and Chief Executive Officer for Purafilter. Goldman Sachs was the largest equity owner and a lender to the debtor; (b) in 2008 I was the Chief Restructuring Officer for Tek Oil. J. Aron & Company, a wholly owned subsidiary of Goldman Sachs was the sole noteholder; and (c) in 2009 I was involved in an engagement with Vision Bankcard. Goldman was a material secured noteholder. None of these engagements involving Goldman Sachs or its affiliates was in any way related to the Debtor.

8. Subject to the Court's approval, I will invoice the Debtor on an hourly basis at my standard billing rate plus reimbursement of actual and necessary expenses. My current hourly rate is \$250. The current hourly rate for Daniel Warsowick, whom I have retained as an associate to assist me in the discharge of my duties in connection with this case, is \$195. These hourly rates will not increase during the course of this representation. I understand that all charges are to be billed in six-minute increments as required by applicable rules.

9. I received a \$35,000 prepetition retainer from the Debtor, which will only be drawn upon at the conclusion of my engagement, to the extent that there are any outstanding balances, pursuant to the terms of the Engagement Agreement.

10. No agreement exists between me and any other person for the sharing of compensation to be received by me in connection with the services rendered in this case.

11. Further Affiant sayeth not.

By:

Brad Walker

STATE OF TEXAS

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§
§

COUNTY OF HARRIS

SWORN to before me on this the 17th day of August, 2011.

Dwayne Dean Pavelka

Notary Public in and for the State of Texas

